

The JS-44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for use of the Clerk of Court for the purpose of initiating the civil docket sheet.

**PLAINTIFFS**

Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent

**ATTORNEYS (FIRM NAME, ADDRESS, AND TELEPHONE NUMBER)**

Seyfarth Shaw LLP  
620 Eighth Avenue, New York, NY 10018  
212-218-5500

**CAUSE OF ACTION (CITE THE U.S. CIVIL STATUTE UNDER WHICH YOU ARE FILING AND WRITE A BRIEF STATEMENT OF CAUSE)  
(DO NOT CITE JURISDICTIONAL STATUTES UNLESS DIVERSITY)**

28 U.S.C. Sections 157, 1404(a), and 1412 -- Motion to Withdraw the Automatic Reference and Transfer Venue

Has this action, case, or proceeding, or one essentially the same been previously filed in SDNY at any time? No  Yes  Judge Previously Assigned

If yes, was this case Vol.  Invol.  Dismissed. No  Yes  If yes, give date \_\_\_\_\_ & Case No. \_\_\_\_\_

**IS THIS AN INTERNATIONAL ARBITRATION CASE?**

No  Yes

**(PLACE AN [x] IN ONE BOX ONLY)****NATURE OF SUIT**

		TORTS	ACTIONS UNDER STATUTES			
CONTRACT		PERSONAL INJURY	PERSONAL INJURY	FORFEITURE/PENALTY	BANKRUPTCY	OTHER STATUTES
<input type="checkbox"/>	110 INSURANCE	<input type="checkbox"/> 310 AIRPLANE	<input type="checkbox"/> 367 HEALTHCARE/PHARMACEUTICAL PERSONAL INJURY/PRODUCT LIABILITY	<input type="checkbox"/> 625 DRUG RELATED SEIZURE OF PROPERTY	<input type="checkbox"/> 422 APPEAL 28 USC 158	<input type="checkbox"/> 1375 FALSE CLAIMS
<input type="checkbox"/>	120 MARINE	<input type="checkbox"/> 315 AIRPLANE PRODUCT LIABILITY	<input type="checkbox"/> 368 PERSONAL INJURY PRODUCT LIABILITY	<input type="checkbox"/> 21 USC 881	<input type="checkbox"/> 1423 WITHDRAWAL 28 USC 157	<input type="checkbox"/> 1376 QUI TAM 1400 STATE REAPPORTIONMENT
<input type="checkbox"/>	130 MILLER ACT	<input type="checkbox"/> 320 ASSAULT, LIBEL & SLANDER	<input type="checkbox"/> 368 ASBESTOS PERSONAL INJURY PRODUCT LIABILITY	<input type="checkbox"/> 690 OTHER		<input type="checkbox"/> 1410 ANTITRUST 1430 BANKS & BANKING
<input type="checkbox"/>	140 NEGOTIABLE INSTRUMENT	<input type="checkbox"/> 330 FEDERAL EMPLOYERS' LIABILITY				<input type="checkbox"/> 1450 COMMERCE 1460 DEPORTATION
<input type="checkbox"/>	150 RECOVERY OF OVERPAYMENT & ENFORCEMENT OF JUDGMENT	<input type="checkbox"/> 340 MARINE LIABILITY	<input type="checkbox"/> PERSONAL PROPERTY	<input type="checkbox"/> 820 COPYRIGHTS 830 PATENT		<input type="checkbox"/> 1470 RACKETEER INFLUENCED & CORRUPT ORGANIZATION ACT (RICO)
<input type="checkbox"/>	151 MEDICARE ACT	<input type="checkbox"/> 345 MARINE PRODUCT LIABILITY	<input type="checkbox"/> 370 OTHER FRAUD	<input type="checkbox"/> 835 PATENT-ABBREVIATED NEW DRUG APPLICATION		<input type="checkbox"/> 1480 CONSUMER CREDIT
<input type="checkbox"/>	152 RECOVERY OF DEFECTUALD STUDENT LOANS (EXCL VETERANS)	<input type="checkbox"/> 350 MOTOR VEHICLE PRODUCT LIABILITY	<input type="checkbox"/> 371 TRUTH IN LENDING	<input type="checkbox"/> 840 TRADEMARK		<input type="checkbox"/> 1490 CABLE/SATELLITE TV
<input type="checkbox"/>	153 RECOVERY OF OVERPAYMENT OF VETERAN'S BENEFITS	<input type="checkbox"/> 360 OTHER PERSONAL INJURY	<input type="checkbox"/> 380 OTHER PERSONAL PROPERTY DAMAGE	<input type="checkbox"/> LABOR	<input type="checkbox"/> 861 HIA (1395ff) 862 BLACK LUNG (923) 863 DIWC/DIWV (405(g))	<input type="checkbox"/> 1850 SECURITIES/COMMODITIES/EXCHANGE
<input type="checkbox"/>	160 STOCKHOLDERS SUITS	<input type="checkbox"/> 362 PERSONAL INJURY - MED MALPRACTICE	<input type="checkbox"/> 385 PROPERTY DAMAGE PRODUCT LIABILITY	<input type="checkbox"/> 710 FAIR LABOR STANDARDS ACT 720 LABOR/MGMT RELATIONS	<input type="checkbox"/> 864 SSID TITLE XVI 865 RSI (405(g))	<input type="checkbox"/> 1890 OTHER STATUTORY ACTIONS
<input type="checkbox"/>	190 OTHER CONTRACT		<input type="checkbox"/> PRISONER PETITIONS	<input type="checkbox"/> 740 RAILWAY LABOR ACT		<input type="checkbox"/> 1891 AGRICULTURAL ACTS
<input type="checkbox"/>	195 CONTRACT PRODUCT LIABILITY		<input type="checkbox"/> 463 ALIEN DETAINEE 510 MOTIONS TO VACATE SENTENCE 28 USC 2255	<input type="checkbox"/> 751 FAMILY MEDICAL LEAVE ACT (FMLA)	<input type="checkbox"/> 870 TAXES (U.S. Plaintiff or Defendant)	<input type="checkbox"/> 1893 ENVIRONMENTAL MATTERS
<input type="checkbox"/>	196 FRANCHISE	<input type="checkbox"/> ACTIONS UNDER STATUTES	<input type="checkbox"/> 530 HABEAS CORPUS 535 DEATH PENALTY	<input type="checkbox"/> 790 OTHER LABOR LITIGATION	<input type="checkbox"/> 871 IRS-THIRD PARTY 26 USC 7609	<input type="checkbox"/> 1895 FREEDOM OF INFORMATION ACT
		<input type="checkbox"/> CIVIL RIGHTS	<input type="checkbox"/> 540 MANDAMUS & OTHER	<input type="checkbox"/> 791 EMPL RET INC SECURITY ACT (ERISA)		<input type="checkbox"/> 896 ARBITRATION
		<input type="checkbox"/> 440 OTHER CIVIL RIGHTS (Non-Prisoner)				<input type="checkbox"/> 899 ADMINISTRATIVE PROCEDURE ACT/REVIEW OR APPEAL OF AGENCY DECISION
		<input type="checkbox"/> 441 VOTING		<input type="checkbox"/> IMMIGRATION		<input type="checkbox"/> 950 CONSTITUTIONALITY OF STATE STATUTES
<input type="checkbox"/>	210 LAND CONDEMNATION	<input type="checkbox"/> 442 EMPLOYMENT	<input type="checkbox"/> PRISONER CIVIL RIGHTS	<input type="checkbox"/> 462 NATURALIZATION APPLICATION		
<input type="checkbox"/>	220 FORECLOSURE	<input type="checkbox"/> 443 HOUSING/ACCOMMODATIONS	<input type="checkbox"/> 550 CIVIL RIGHTS	<input type="checkbox"/> 465 OTHER IMMIGRATION ACTIONS		
<input type="checkbox"/>	230 RENT LEASE & EJECTION	<input type="checkbox"/> 445 AMERICANS WITH DISABILITIES - EMPLOYMENT	<input type="checkbox"/> 555 PRISON CONDITION			
<input type="checkbox"/>	240 TORTS TO LAND	<input type="checkbox"/> 446 AMERICANS WITH DISABILITIES - OTHER	<input type="checkbox"/> 560 CIVIL DETAINEE CONDITIONS OF CONFINEMENT			
<input type="checkbox"/>	245 TORT PRODUCT LIABILITY	<input type="checkbox"/> 448 EDUCATION				
<input type="checkbox"/>	290 ALL OTHER REAL PROPERTY					

Check if demanded in complaint:

CHECK IF THIS IS A CLASS ACTION  
UNDER F.R.C.P. 23

DO YOU CLAIM THIS CASE IS RELATED TO A CIVIL CASE NOW PENDING IN S.D.N.Y.  
AS DEFINED BY LOCAL RULE FOR DIVISION OF BUSINESS 13?

IF SO, STATE:

DEMAND \$ \_\_\_\_\_ OTHER \_\_\_\_\_ JUDGE \_\_\_\_\_ DOCKET NUMBER \_\_\_\_\_

Check YES only if demanded in complaint  
JURY DEMAND:  YES  NO

NOTE: You must also submit at the time of filing the Statement of Relatedness form (Form IH-32).



(PLACE AN X IN ONE BOX ONLY)

<input checked="" type="checkbox"/> 1 Original Proceeding	<input type="checkbox"/> 2 Removed from State Court	<input type="checkbox"/> 3 Remanded from Appellate Court	<input type="checkbox"/> 4 Reinstated or Reopened	<input type="checkbox"/> 5 Transferred from (Specify District)	<input type="checkbox"/> 6 Multidistrict Litigation (Transferred)	<input type="checkbox"/> 7 Appeal to District Judge from Magistrate Judge
			<input type="checkbox"/> a. all parties represented			
			<input type="checkbox"/> b. At least one party is pro se.	<input type="checkbox"/> 8 Multidistrict Litigation (Direct File)		

(PLACE AN X IN ONE BOX ONLY)

1 U.S. PLAINTIFF  2 U.S. DEFENDANT  3 FEDERAL QUESTION  4 DIVERSITY  
(U.S. NOT A PARTY)

IF DIVERSITY, INDICATE CITIZENSHIP BELOW.

CITIZENSHIP OF PRINCIPAL PARTIES (FOR DIVERSITY CASES ONLY)

(Place an [X] in one box for Plaintiff and one box for Defendant)

CITIZEN OF THIS STATE	[ ] PTF 1	[ ] DEF 1	CITIZEN OR SUBJECT OF A FOREIGN COUNTRY	[ ] PTF 3	[ ] DEF 3	INCORPORATED and PRINCIPAL PLACE OF BUSINESS IN ANOTHER STATE	[ ] PTF 5	[ ] DEF 5
CITIZEN OF ANOTHER STATE	[ ] 2	[ ] 2	INCORPORATED or PRINCIPAL PLACE OF BUSINESS IN THIS STATE	[ ] 4	[ ] 4	FOREIGN NATION	[ ] 6	[ ] 6

PLAINTIFF(S) ADDRESS(ES) AND COUNTY(IES)

Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent  
1100 North Market Street - Rodney Square North

Wilmington, Delaware 19890

New Castle County

DEFENDANT(S) ADDRESS(ES) AND COUNTY(IES)

See attached addendum listing Appellees and other parties in interest, and their respective counsel

DEFENDANT(S) ADDRESS UNKNOWN

REPRESENTATION IS HEREBY MADE THAT, AT THIS TIME, I HAVE BEEN UNABLE, WITH REASONABLE DILIGENCE, TO ASCERTAIN THE RESIDENCE ADDRESSES OF THE FOLLOWING DEFENDANTS:

COURTHOUSE ASSIGNMENT

I hereby certify that this case should be assigned to the courthouse indicated below pursuant to Local Rule for Division of Business 18, 20 or 21.

Check one: THIS ACTION SHOULD BE ASSIGNED TO:  WHITE PLAINS  MANHATTAN

8/14/2019 /s/ Edward M. Fox

DATE SIGNATURE OF ATTORNEY OF RECORD

RECEIPT #

ADMITTED TO PRACTICE IN THIS DISTRICT  
[ ] NO  
[x] YES (DATE ADMITTED Mo. June Yr. 1986)  
Attorney Bar Code # EF1619

Magistrate Judge is to be designated by the Clerk of the Court.

Magistrate Judge \_\_\_\_\_ is so Designated.

Ruby J. Krajick, Clerk of Court by \_\_\_\_\_ Deputy Clerk, DATED \_\_\_\_\_.

UNITED STATES DISTRICT COURT (NEW YORK SOUTHERN)

**ADDENDUM**

The email addresses, office addresses, and telephone numbers of Appellees' counsel and counsel for the other parties in interest are as follows:

**1. Party: Appellee: Debtors:**

Attorneys: Ray C. Schrock  
David J. Lender  
Paul R. Genender  
Jared R. Friedmann  
Sunny Singh  
WEIL GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
[Ray.Schrock@weil.com](mailto:Ray.Schrock@weil.com)  
[david.lender@weil.com](mailto:david.lender@weil.com)  
[Paul.Genender@weil.com](mailto:Paul.Genender@weil.com)  
[Jared.Friedmann@weil.com](mailto:Jared.Friedmann@weil.com)  
[sunny.singh@weil.com](mailto:sunny.singh@weil.com)

**2. Party to the Order: ESL Investments, Inc.:**

Attorneys: Thomas J. Moloney  
Sean A. O'Neal  
Andrew Weaver  
Katherine R. Lynch  
Chelsey Rosenbloom  
CLEARY GOTTLIEB STEEN & HAMILTON LLP  
One Liberty Plaza  
New York, New York 10006  
Telephone: (212) 225-2000  
[tmoloney@cgsh.com](mailto:tmoloney@cgsh.com)  
[soneal@cgsh.com](mailto:soneal@cgsh.com)  
[aweaver@cgsh.com](mailto:aweaver@cgsh.com)  
[kalynch@cgsh.com](mailto:kalynch@cgsh.com)  
[crosenbloom@cgsh.com](mailto:crosenbloom@cgsh.com)

**3. Party to the Order: Cyrus Capital Partners, L.P.:**

Attorneys: Eric R. Riemer  
Thomas R. Kreller  
Robert J. Liubicic  
MILBANK LLP  
2029 Century Park East, 33rd Floor  
Los Angeles, California 90067  
Telephone: (424) 386-4000  
[EReimer@milbank.com](mailto:EReimer@milbank.com)  
[TKreller@milbank.com](mailto:TKreller@milbank.com)  
[RLiubicic@milbank.com](mailto:RLiubicic@milbank.com)

Brian Kinney  
MILBANK LLP  
55 Hudson Yards  
New York, New York 10001  
Telephone: (212) 530-5000  
[BKinney@milbank.com](mailto:BKinney@milbank.com)

**4. Party to the Order: The Official Committee of Unsecured Creditors of Sears Holdings Corporation, et al.:**

---

Attorneys: Ira S. Dizengoff  
Philip C. Dublin  
Joseph L. Sorkin  
Lacy M. Lawrence  
AKIN GUMP STRAUSS HAUER & FELD LLP  
One Bryant Park  
New York, New York 10036  
Telephone: (212) 872-1000  
[idizengoff@akingump.com](mailto:idizengoff@akingump.com)  
[pdublin@AkinGump.com](mailto:pdublin@AkinGump.com)  
[jsorkin@akingump.com](mailto:jsorkin@akingump.com)  
[llawrence@akingump.com](mailto:llawrence@akingump.com)